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STAN LEE PRESENTS:

TRANSFORMATIONS!



LOUISE SIMONSON WALTER SIMONSON BOB WIACEK JOE ROSEN PETRA SCOTese BOB HARRAS TOM DEFALCO
WRITER PENCILER INKER LETTERER COLORIST EDITOR EDITOR-IN-CHIEF

...AS PREVIOUSLY
INANIMATE OBJECTS
CONTINUE TO EVINCE
BIZARRE AND ANTI-
SOCIAL BEHAVIOR."

YOU
GETTING
THIS,
RICK?

IT'S GOING IN,
BUT WITH THE INTER-
FERENCE WE'VE BEEN
EXPERIENCING ALL
OVER MANHATTAN...

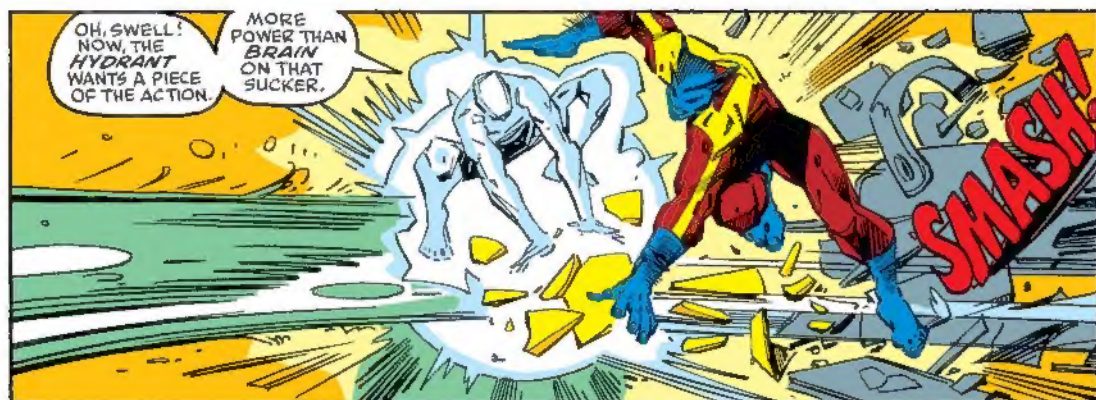
...I CAN'T
VOUCH FOR
WHAT'S GONNA
SHOW ON THE
TAPE.

"TOO BAD, YOUR ERSTWHILE BOYFRIEND'S
COMING OFF AS QUITE THE HERO!"



OH, SWELL!
NOW, THE
HYDRANT
WANTS A PIECE
OF THE ACTION.

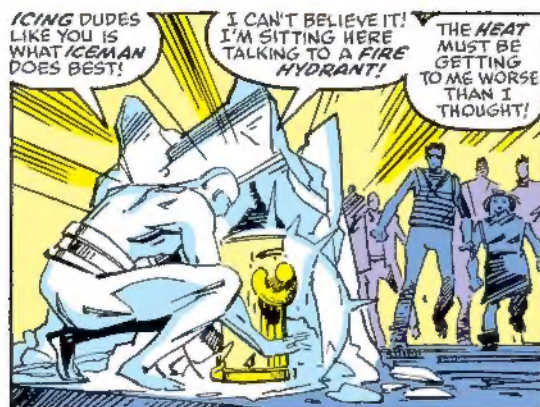
MORE
POWER THAN
BRAIN
ON THAT
SUCKER.



ICING DUDES
LIKE YOU IS
WHAT ICEMAN
DOES BEST!

I CAN'T BELIEVE IT!
I'M SITTING HERE
TALKING TO A FIRE
HYDRANT!

THE HEAT
MUST BE
GETTING
TO ME WORSE
THAN I
THOUGHT!



TRISH, I DIDN'T
KNOW THEY'D
ASSIGNED YOU
THE MID-TOWN
BEAT...

THEY'VE GOT US ALL
OUT, THIS CITY'S A
JOURNALIST'S BONANZA,
NOT THAT WE HAVE
MUCH TO SHOW FOR IT.
NOT LIKE YOU.



YOU HANDLED THAT... CREATURE SUPERBLY, BEAST... SAVED THAT CHILD... THESE TRANSFORMATIONS ARE SO... UNSETTLING.

BEAST? NOT HANK...?

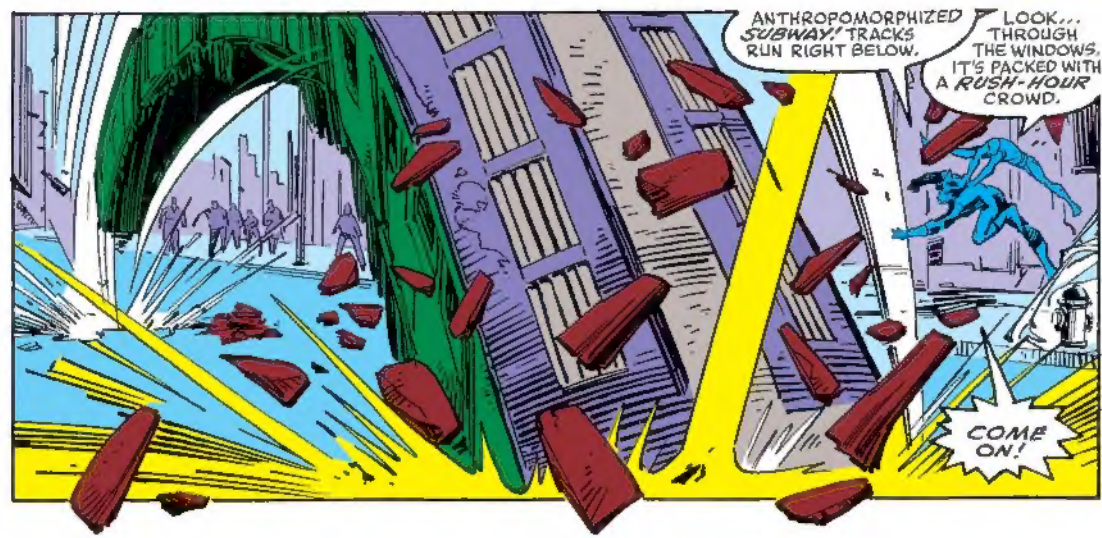
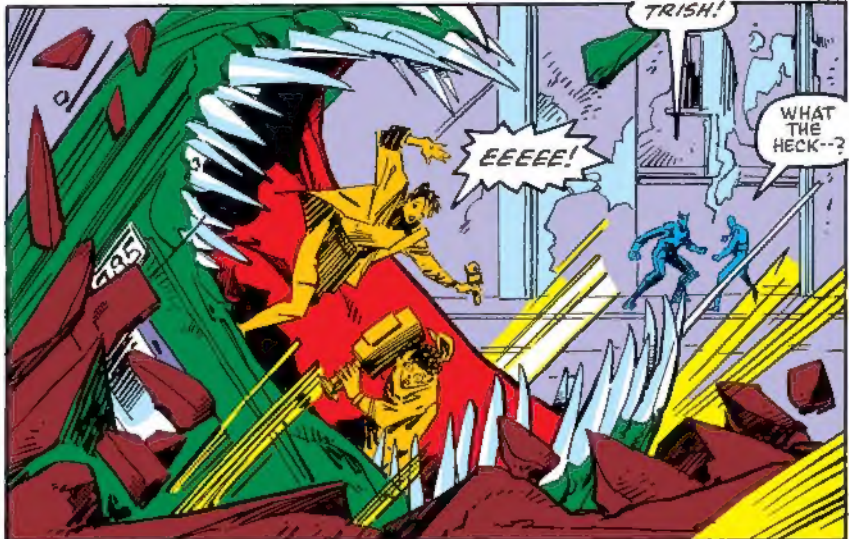
AND MY OWN TRANSFORMATION...?

I... SEE.

C'MON, ICEMAN. IT'S GETTING HARD TO BREATHE AROUND HERE.

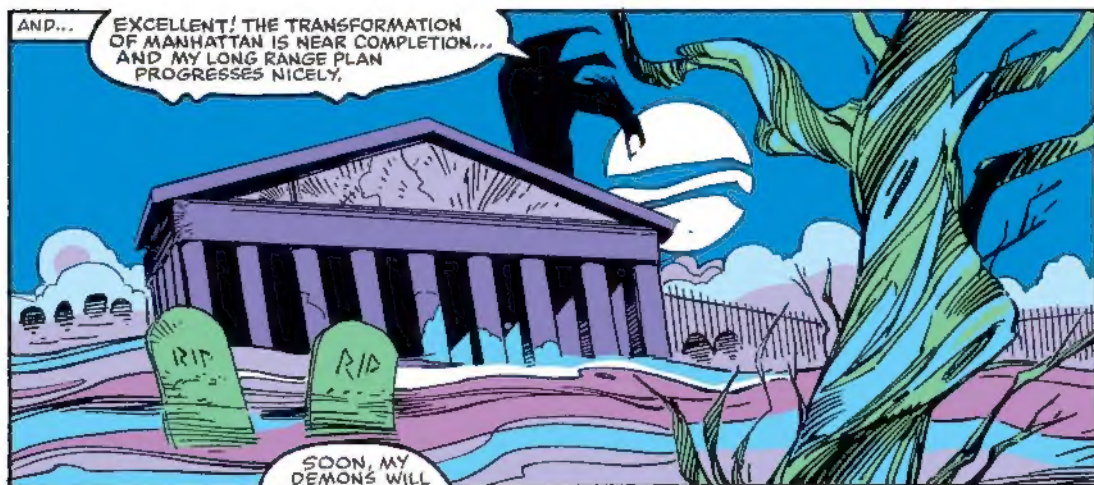
IS THERE ANYTHING I CAN DO? I FEEL RESPONSIBLE. IT'S MY FAULT YOU'VE MUTATED LIKE THIS.

IT'S... UNSETTLING, TOO, OF COURSE. NOT JUST YOUR PHYSICAL APPEARANCE, IT'S...



AND...

EXCELLENT! THE TRANSFORMATION
OF MANHATTAN IS NEAR COMPLETION...
AND MY LONG RANGE PLAN
PROGRESSES NICELY.



SOON, MY
DEMONS WILL
RETURN WITH
THE BABIES I
REQUIRE...
INCLUDING THE
SPECIAL BOY...

...THE FINAL
PIECE THAT WILL
DRIVE HIS MOTHER,
THE **GOSLIN**
QUEEN, TO
MADNESS.

LITTLE
MADELYNE,
REVELING IN
HER DREAM-
AWAKENED
POWERS
THINKS SHE
USES ME.

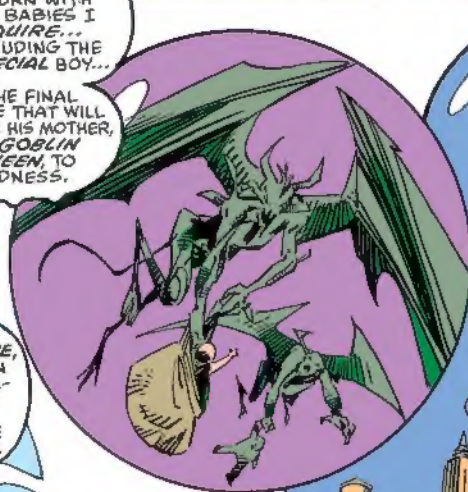
SHE
WILL
LEARN...!

THOUGH SHE
IS MORE POTENT
THAN I HAD
ANTICIPATED,
THAT IS ALL
TO THE GOOD.

WITH THAT
POWER, FUELED
BY HER PENT-UP
RAGE AND FRUS-
TRATION, SHE WILL
BLOW THE LID OFF
MANHATTAN.

IT WILL
WORK...

...AS LONG AS
THE FATHER DOES
NOT INTERFERE, EVEN
NOW, HE TRACKS THE
CHILD... THROUGH THE
POWERS OF THE MUTANT
JEAN GREY.

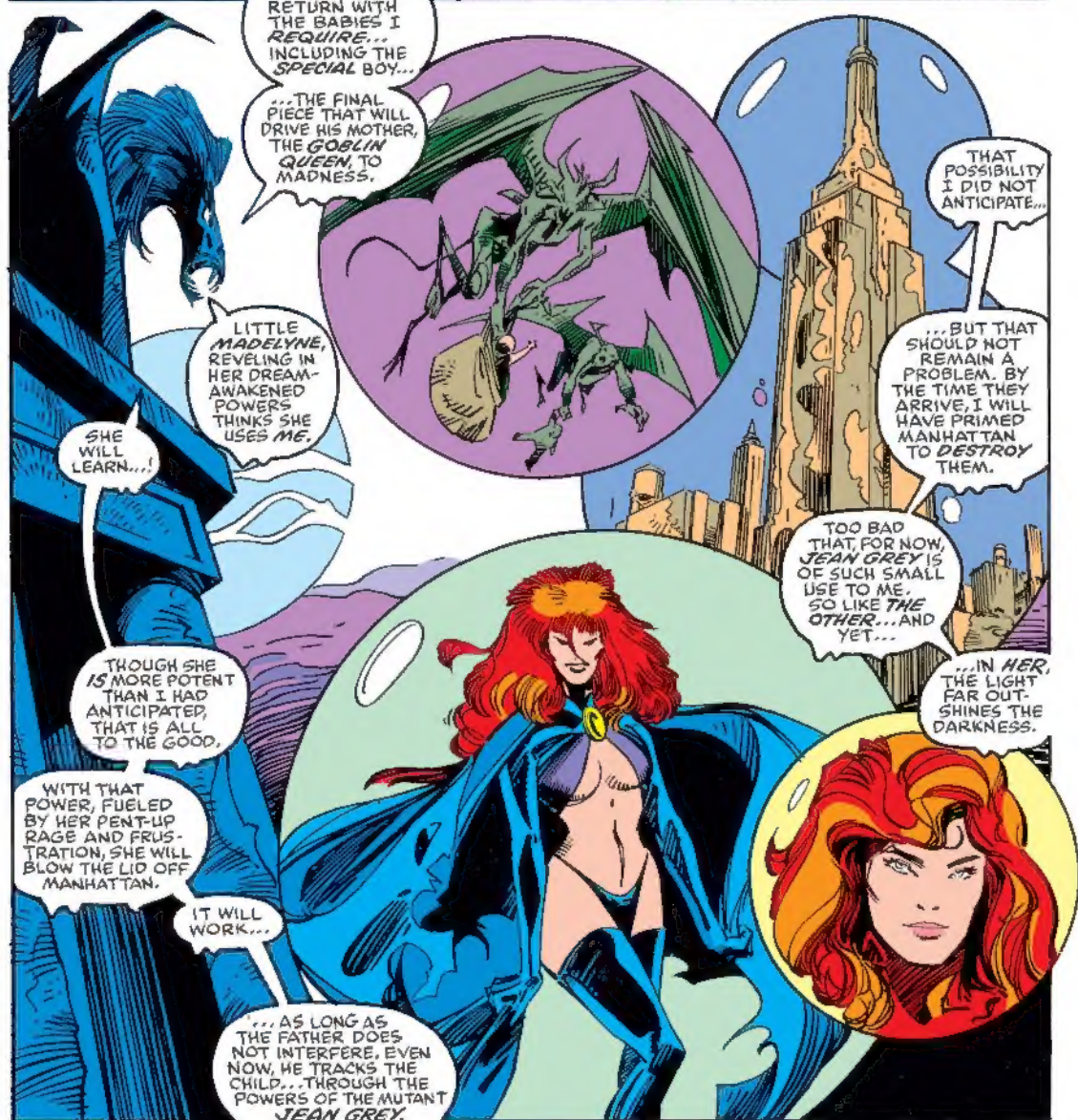


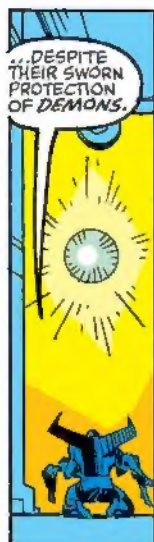
THAT
POSSIBILITY
I DID NOT
ANTICIPATE...

...BUT THAT
SHOULD NOT
REMAIN A
PROBLEM. BY
THE TIME THEY
ARRIVE, I WILL
HAVE PRIMED
MANHATTAN
TO DESTROY
THEM.

TOO BAD
THAT, FOR NOW,
JEAN GREY IS
OF SUCH SMALL
USE TO ME.
SO LIKE **THE**
OTHER...AND
YET...

...IN **HER**,
THE LIGHT
FAR OUT-
SHINES THE
DARKNESS.

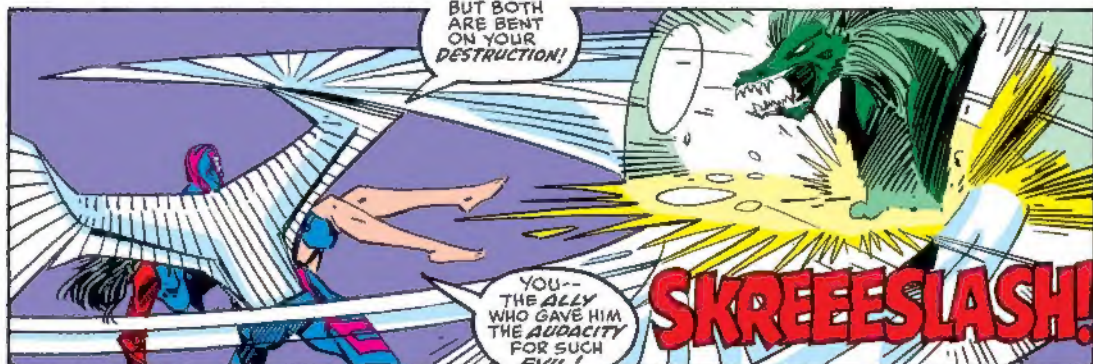






DESTROYED BY THOSE WINGS... THOSE MALEVOLENT WINGS.

DARK, DARK ANGEL, YOU HAVE ONE SOUL... BUT YOUR WINGS HAVE ANOTHER.



MAYBE, BUT BOTH ARE BENT ON YOUR DESTRUCTION!

YOU-- THE ALLY WHO GAVE HIM THE AUDACITY FOR SUCH EVIL!

SKREEESLASH!



OH YES, THOSE WINGS WOULD KILL ME IF THEY COULD ...AND YOU WOULD LET THEM, BUT AS YOU SEE--

MAWTHTER, COME INSIDE, QUICK, BOY NEARLY FINISHED TRANSFORMATION.

DEMONS READY ENTER MANHATTAN!

*SEE X-TERMINATORS #3, BOB



IT IS A PLEASURE, WATCHING A MAN STRUGGLE TO RECONCILE DUAL NATURES...



...KNOWING THAT, IN THE END, THE LOWER ONE WILL ALWAYS TRIUMPH.

YOU DIS-ENGAGED YOUR SPELL TOO LATE, N'ASTIRH. I KNOW NOW WHERE TO FIND YOU.

I HAVE FRIENDS IN MANHATTAN, AND RESPONSIBILITIES.



BEFORE I ALLOW YOU TO HARM ANY MORE OF THOSE I LOVE, I WILL UNLEASH MY EVIL UPON YOU...

...AND SEE YOU UTTERLY DESTROYED!

THE JETS ARE A MUFFLED ROAR, BUT SHE DOESN'T HEAR THEM. MANHATTAN'S OBELISKS SLASH THE SKY, BUT SHE DOESN'T SEE. FOR JEAN GREY'S NORMAL PERCEPTIONS ARE CLOUDED BY A RE-EMERGING SIXTH SENSE...



GET AWAY FROM ME!
GET AWAY!

JEAN...
WHAT'S THE
MATTER?
LET ME
HELP YOU!



AND, AFTER LONG MONTHS OF LIVING IN A MUFFLED WORLD OF MERELY PHYSICAL PHENOMENA, SHE SEES, HEARS, FEELS, TASTES, SMELLS... NOT JUST HER OWN SURROUNDINGS, BUT THE PSYCHIC REALITY EXPERIENCED BY SCOTT SUMMERS'S INFANT SON...



DEMONS...CLAWING
AT ME...WANTS TO EAT
ME...NO! MASTER
WOULDN'T LIKE IT...
NO! GET AWAY!

CHRISTOPHER!
WHAT'S HAPPENING
TO HIM?

ALIVE,
SCOTT...
OKAY...

...BUT OH,
I'M SCARED
...THEIR
CLAWS...
IT HURTS...
I'M SCARED!

PULL
BACK, JEAN.
BACK INSIDE
YOURSELF, THE
BABY'S
FRIGHTENED,
NOT YOU.



HAVE TO...
STAY WITH HIM.
HAVE TO FOLLOW
--ACH!

LISTEN TO ME! YOU
CAN STAY IN TELE-
PATHIC RAPPORT WITH-
OUT LETTING IT OVER-
WHELM YOU! YOU
USED TO KNOW
HOW.

PULL YOURSELF
TOGETHER, OR
YOU'LL BE NO
USE TO HIM.



OR
TO YOU--?

THIS...IS YOUR
FAULT. YOUR DOING.
YOU MARRIED THAT
WOMAN. WHY DID
YOU HAVE TO
MARRY HER?

THE BABY...
CHRISTOPHER
...HE'S YOURS
...AND HER'S,

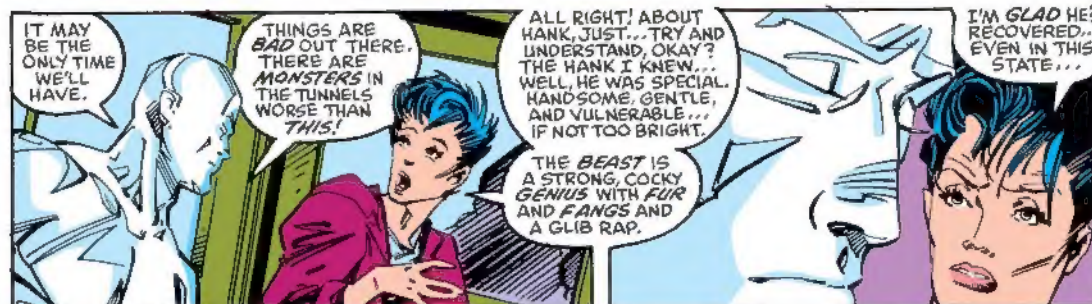
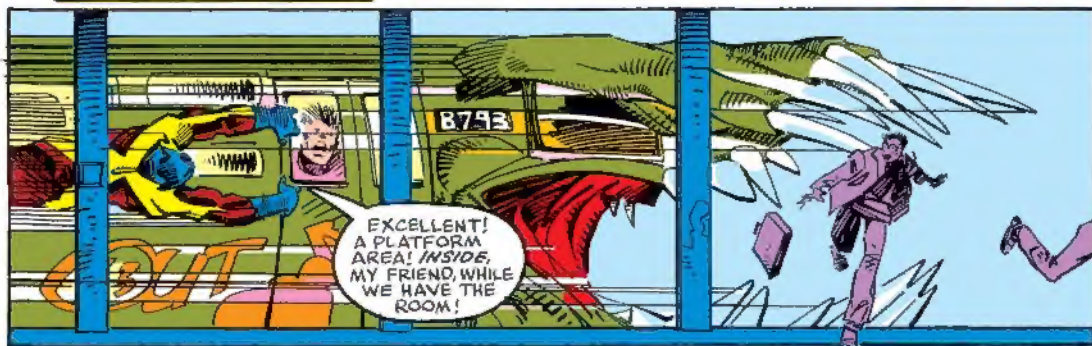
SWEET
...HELP...
LESS
LITTLE
BABY...
PERFECT
...CRYING
...SCARED
...HAVE
TO SAVE
HIM...

...WHAT'S
HE DOING
INSIDE MY
HEAD?



NEW YORK CITY'S SUBWAY SYSTEM IS THE BIGGEST, FASTEST, SMELLIEST, NOISIEST, MOST-CROWDED, DOWN AND DIRTIEST NETWORK OF TRAINS AND TUNNELS IN THE WORLD.

BUT THAT'S WHAT NEW YORK IS ALL ABOUT. THE BEST AND THE WORST. AND RIGHT NOW, ITS WORST IS THE STUFF OF NIGHTMARES...



THE ASSAULT OF TELEPATHIC IMAGES COMES IN WAVES. FIRST A GENTLE WASH OF IMPRESSIONS, THEN A MOUNTING RIPTIDE THAT KNOCKS AND DRAGS HER FROM HER SENSES, GASPING AND STRUGGLING FOR FOOTING WHERE THERE IS NO SOLID GROUND.

AND AS SHE FIGHTS FOR CONTROL, SHE WONDERS... HOW CAN THIS BE...? HE'S JUST A BABY. HOW CAN THIS BE...?

IT'S BETTER... FOR THE MOMENT. GOT TO STAY ON TOP OF IT NEXT TIME.

I USED TO BE A FULL TELEPATH, SCOTT. I LEARNED HOW TO HANDLE THESE IMPRESSIONS, SO WHY CAN'T I DO IT NOW?

IT'S STARTED AGAIN. HE'S... DOWN THERE, IN THE CITY, SOMEWHERE.

I'M... HE'S SO SCARED. NO, I'M SCARED, TOO.

NO! OH, NO! SCOTT, I CAN'T FEEL HIM, ANYMORE.

HE'S MADELYNE'S CHILD. YOUR CHILD. AND YET--

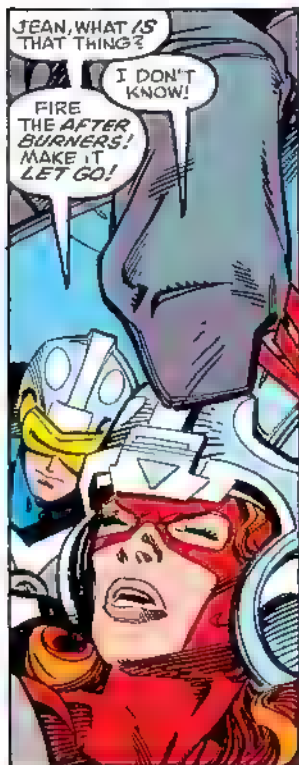
AS WE REACHED THE CITY, I JUST... LOST HIM.

I THOUGHT IT WOULD BE SUCH A RELIEF... TO HAVE MY MIND BACK... BUT IT'S NOT!

I'VE NEVER FELT SO ALONE!

KRUNCH!

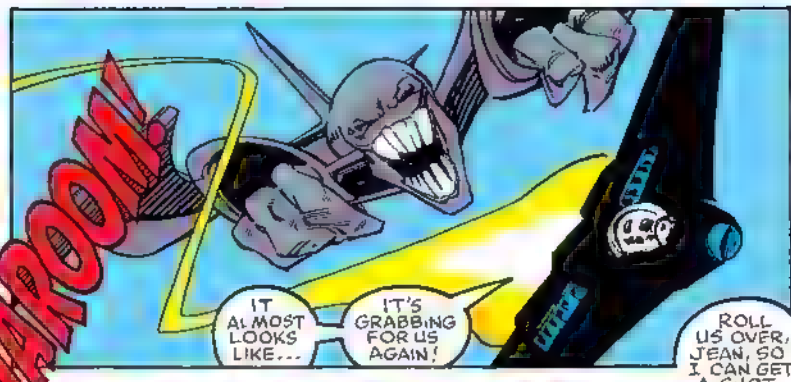
NO!



JEAN, WHAT IS THAT THING?

I DON'T KNOW!

FIRE THE AFTER BURNERS! MAKE IT LET GO!



IT ALMOST LOOKS LIKE...

IT'S GRABBING FOR US AGAIN!

ROLL US OVER, JEAN, SO I CAN GET A SHOT AT IT!



ZAPT!

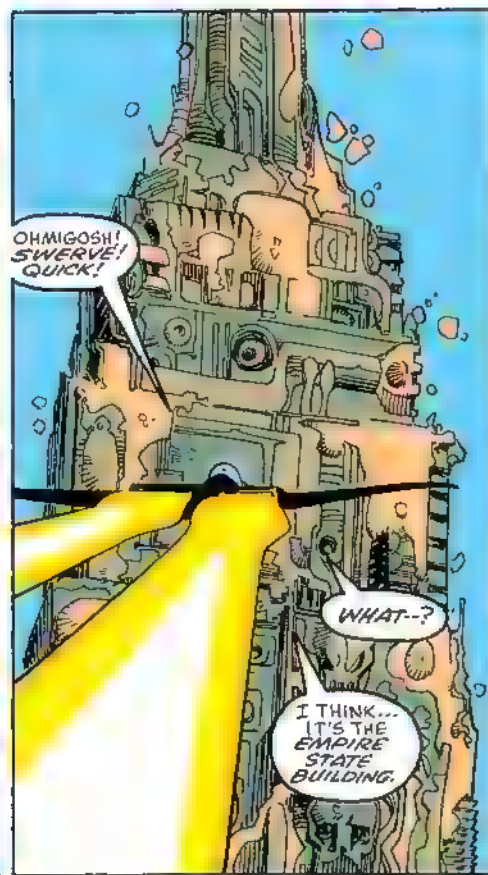
WHRAAM!



LOOK BACK THERE! IT WAS A JET!

NOT LIKE ANY JET I EVER SAW! IT WAS... ALIVE

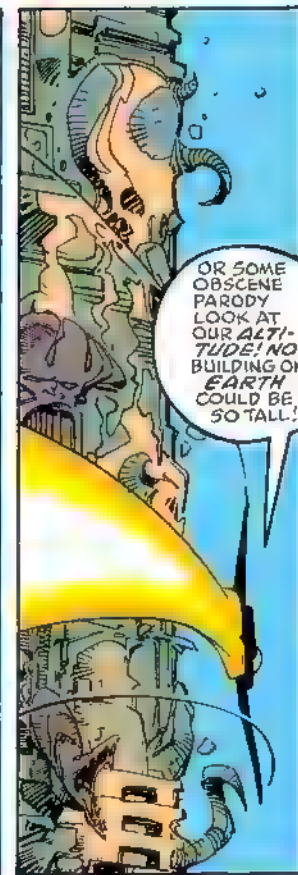
I TOOK OUT ONE ENGINE, BUT IT HAS ANOTHER. IT SHOULD BE ABLE TO LIMP--



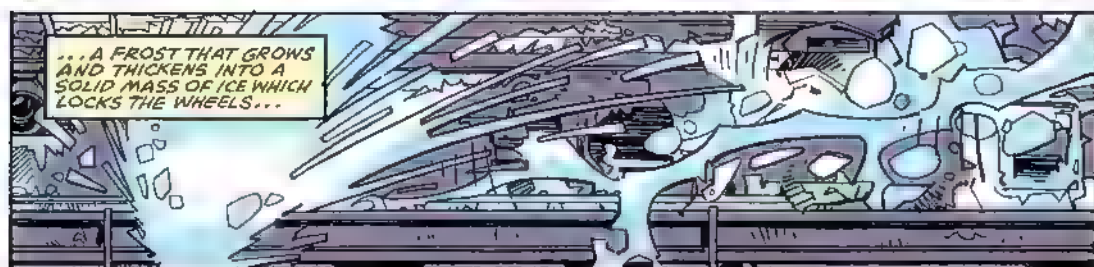
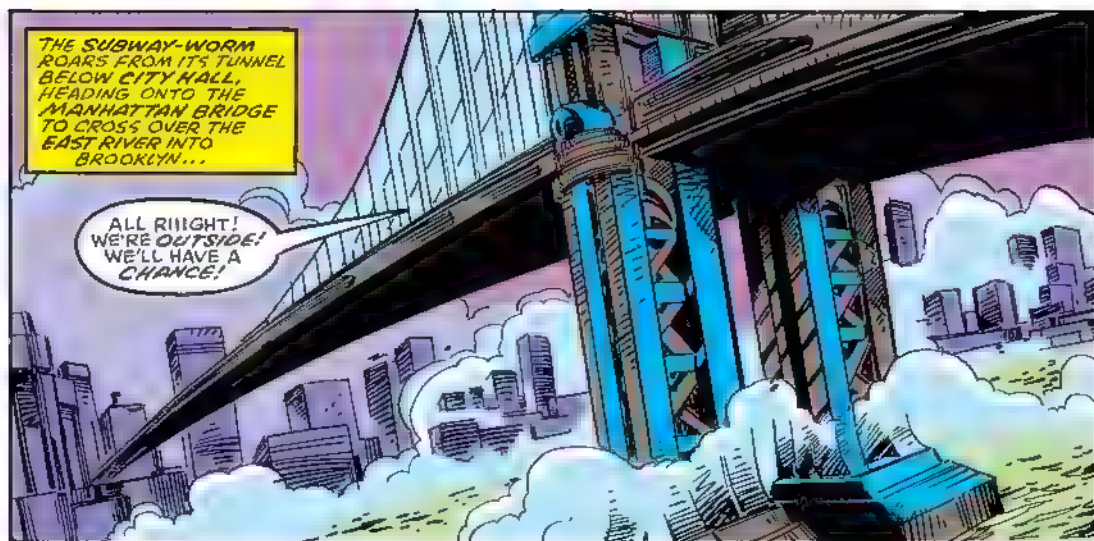
OHMIGOSH! SWERVE! QUICK!

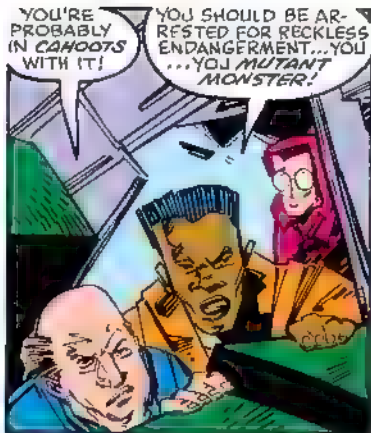
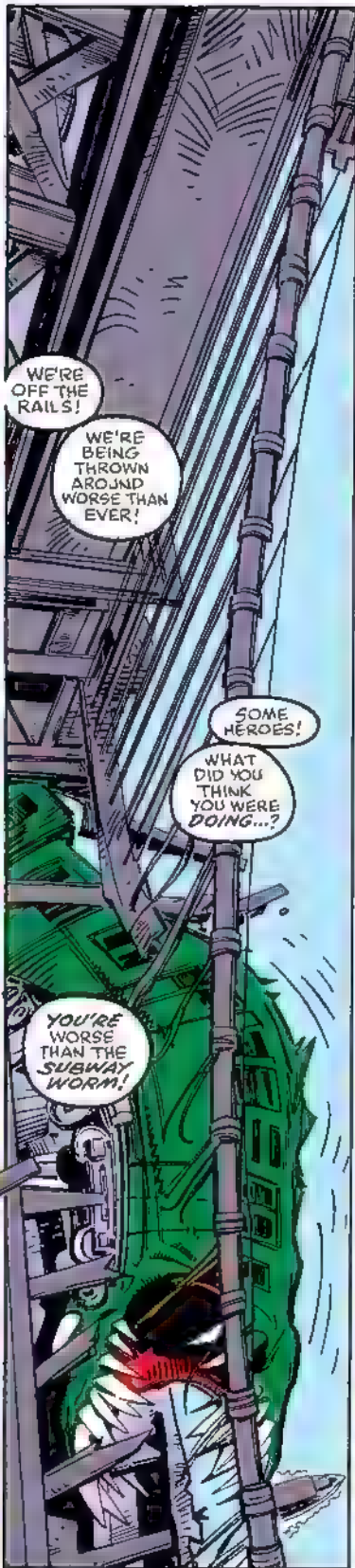
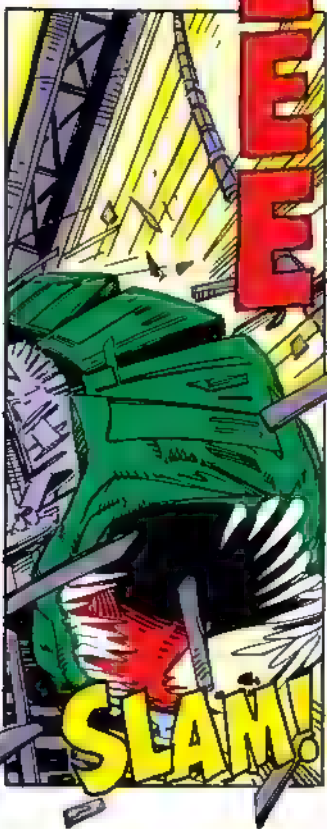
WHAT--?

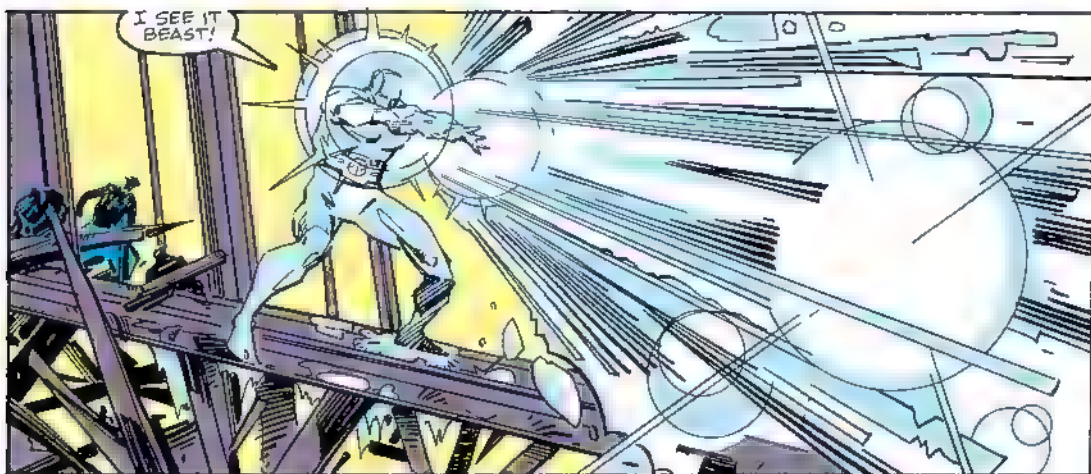
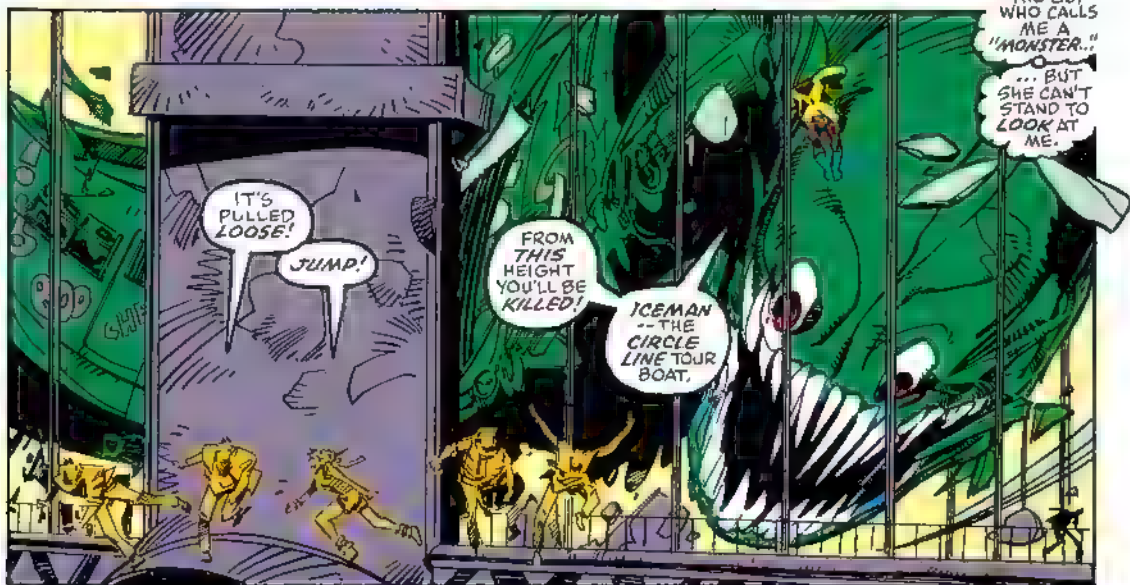
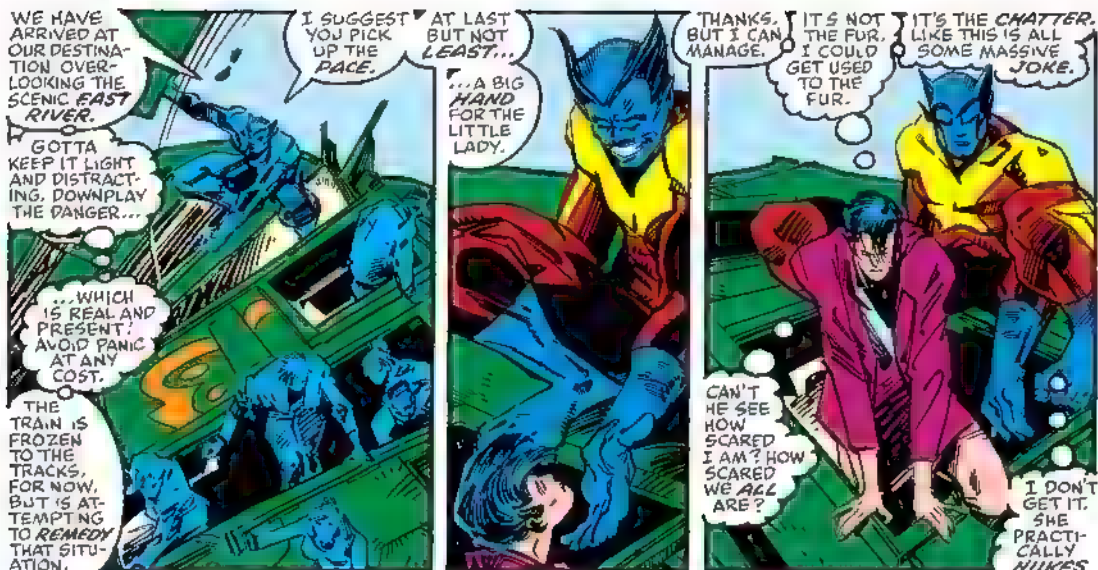
I THINK... IT'S THE EMPIRE STATE BUILDING.

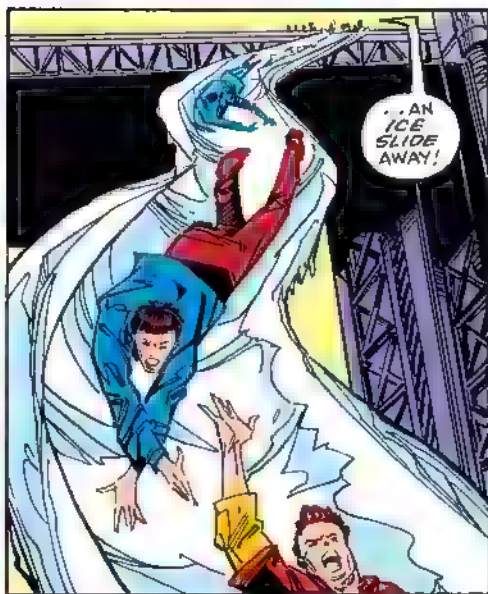


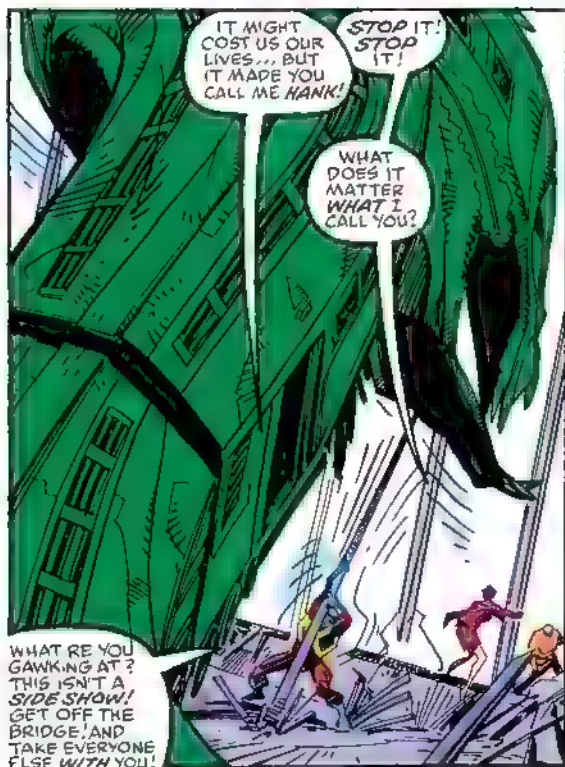
OR SOME OBSCENE PARODY LOOK AT OUR ALTITUDE! NO BUILDING ON EARTH COULD BE, SO TALL!









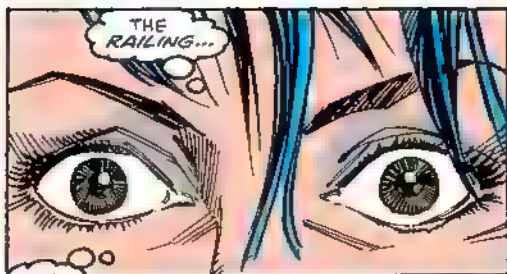


IT MIGHT COST US OUR LIVES... BUT IT MADE YOU CALL ME HANK!

STOP IT! STOP IT!

WHAT DOES IT MATTER WHAT I CALL YOU?

WHAT'RE YOU GAWKING AT? THIS ISN'T A SIDE SHOW! GET OFF THE BRIDGE, AND TAKE EVERYONE ELSE WITH YOU!



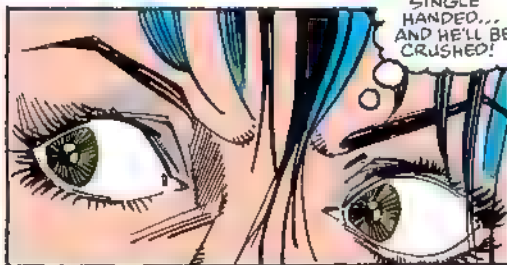
THE RAILING...

...IT'S BENDING UNDER THE TRAIN'S WEIGHT!

HANKS STRONG, BUT HE'S NOT INVULNERABLE.



HE'LL TRY TO WRESTLE THAT THING SINGLE HANDED... AND HE'LL BE CRUSHED!



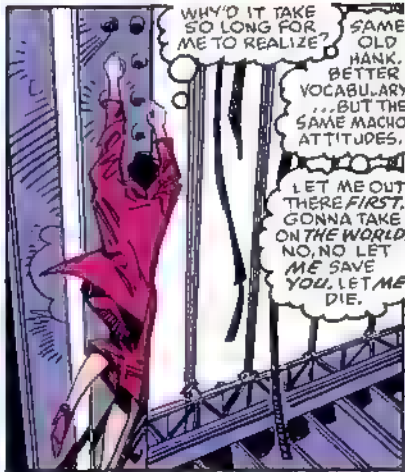
CABLES ARE SNAPPING AROUND. STEEL CABLES.

TRAIN GETS ITS ENERGY FROM THE THIRD RAIL.

WONDER WHAT IT'D TAKE TO SHORT IT OUT?



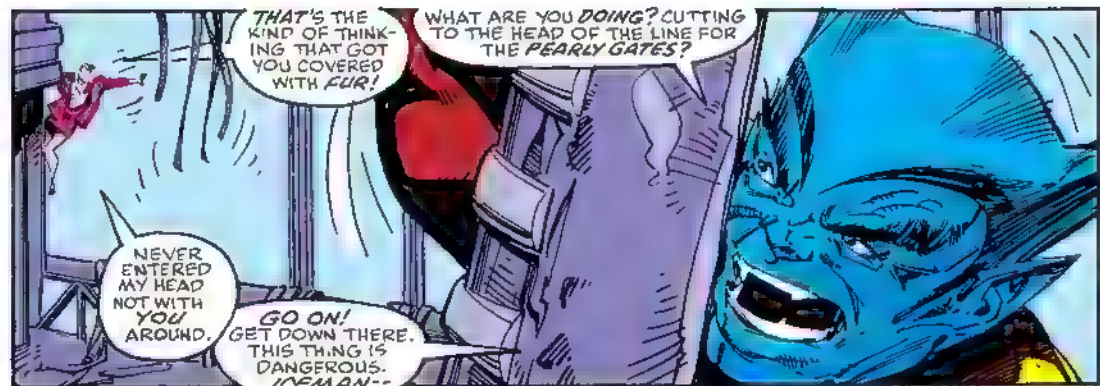
CEASE, DESIST! TRISH, GET OUT OF HERE!



WHY'D IT TAKE SO LONG FOR ME TO REALIZE?

SAME OLD HANK. BETTER VOCABULARY... BUT THE SAME MACHO ATTITUDES.

LET ME OUT THERE FIRST. GONNA TAKE ON THE WORLD. NO, NO LET ME SAVE YOU. LET ME DIE.

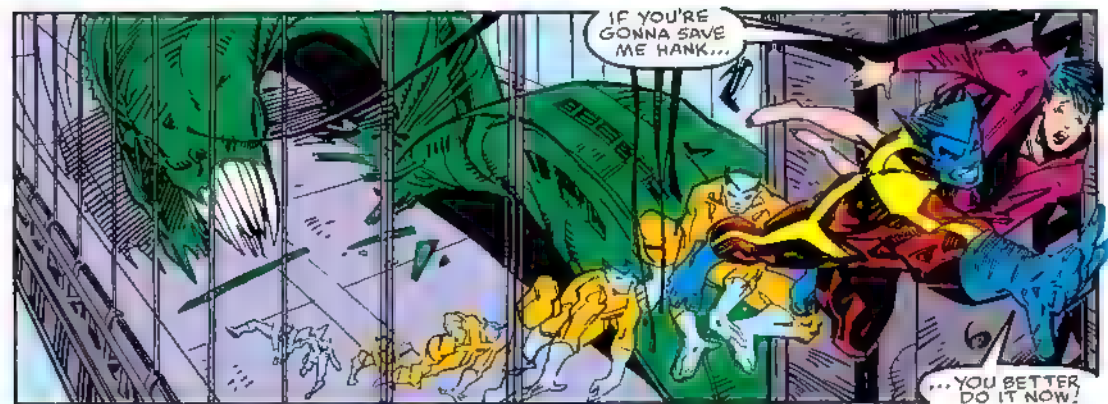
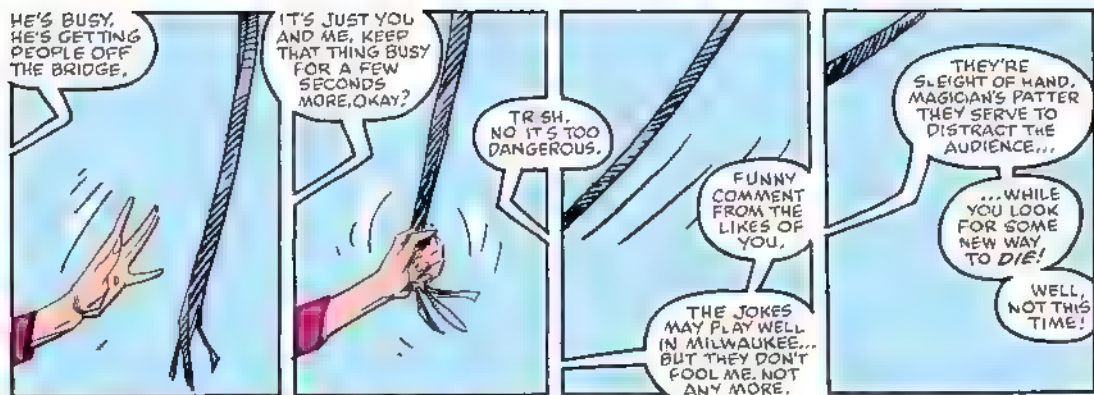


THAT'S THE KIND OF THINKING THAT GOT YOU COVERED WITH FUR!

WHAT ARE YOU DOING? CUTTING TO THE HEAD OF THE LINE FOR THE PEARLY GATES?

NEVER ENTERED MY HEAD NOT WITH YOU AROUND.

GO ON! GET DOWN THERE. THIS THING IS DANGEROUS. ICEMAN--



MANHATTAN IS A CHANGELING CITY. THE SHIP IS A SILVER BULLET AIMED STRAIGHT AT ITS MONSTROUS HEART.

A SILVER BULLET THAT CAN STOP THE MONSTER BUT ONLY IF IT ARRIVES IN TIME...

IT'S MADDENING, SCOTT. I CAN'T PICK UP ANYTHING FROM CHRISTOPHER... ANYTHING AT--

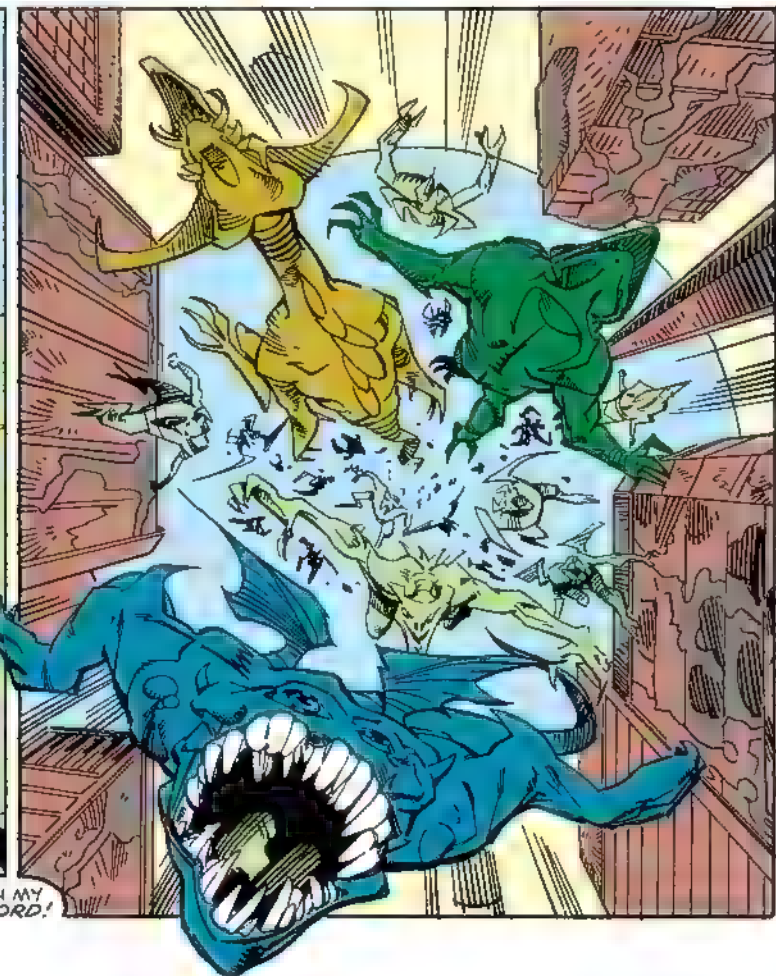
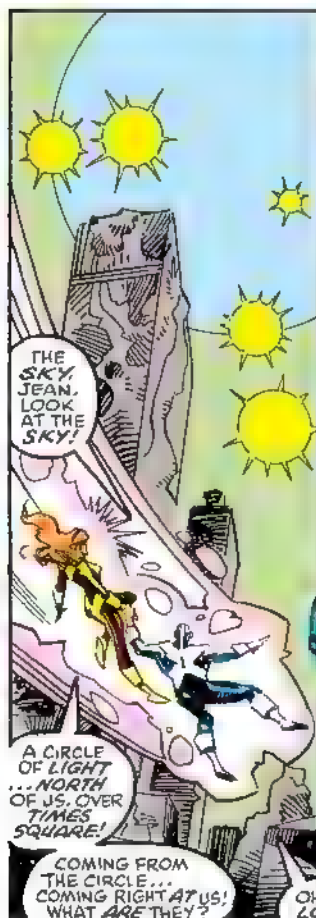
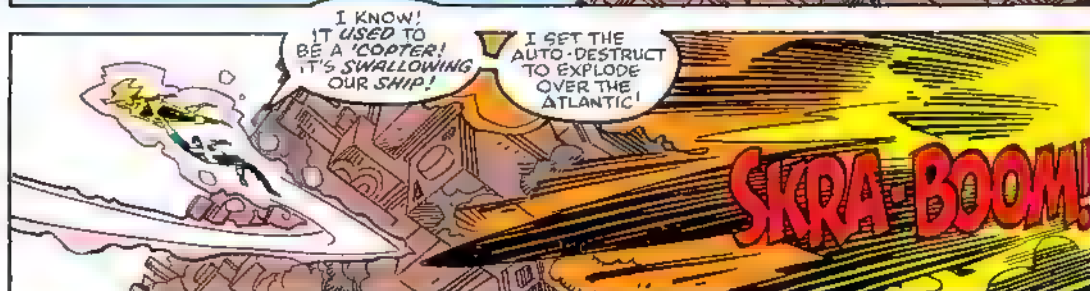
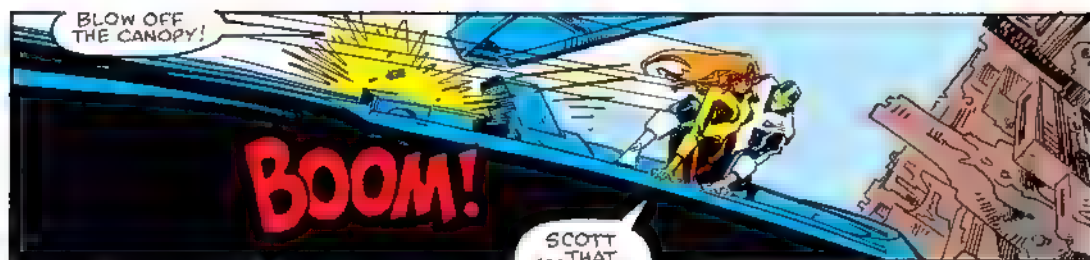
WAIT. THERE'S SOMETHING ELSE. NOT THE BABY. ENERGY...

WHAT THE HECK? EVERY INSTRUMENT ON THE SHIP JUST SHORTED OUT!



LIGHTNING! WE'VE BEEN HIT!





WHILE BLOCKS AWAY, ON
THE EAST RIVER...



WELCOME TO THE
S.S. CIRCLE LINE!

LISTEN,
BEAST, I
HAVEN'T
HAD MUCH
CHANCE TO
READ THE
PAPERS IN
THE LAST
FEW DAYS...

... BUT HAS ANY
ONE SCHEDULED
A MAJOR FIRE-
WORK DISPLAY
FOR THIS
EVENING?



FIRE
WORKS--?



OH MY STARS
AND GARTERS!
THAT'S NO
ORDINARY
FIREWORKS.



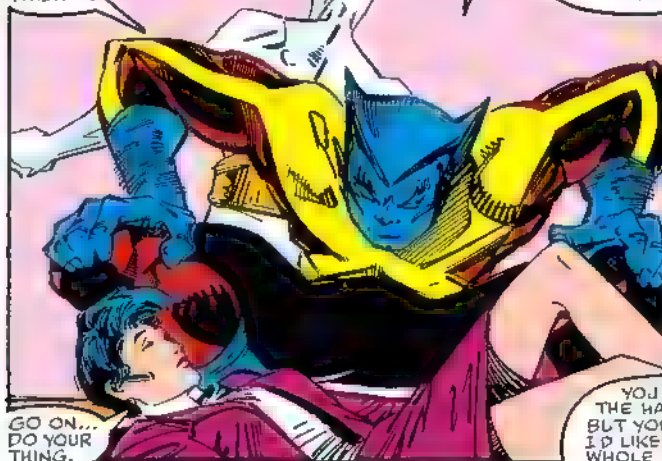
SHRAKT!

ZAPT!

SCOTT'S
OPTIC BLAST!
HE'S THERE!
JEAN'S PROBABLY
WITH HIM.

SO WHAT'RE
WE WAITING
FOR?

TRISH--?

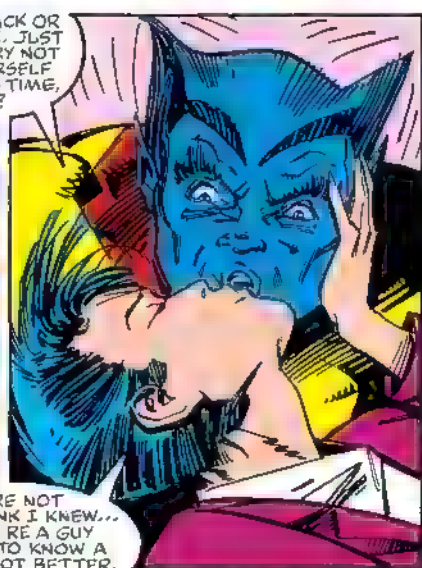


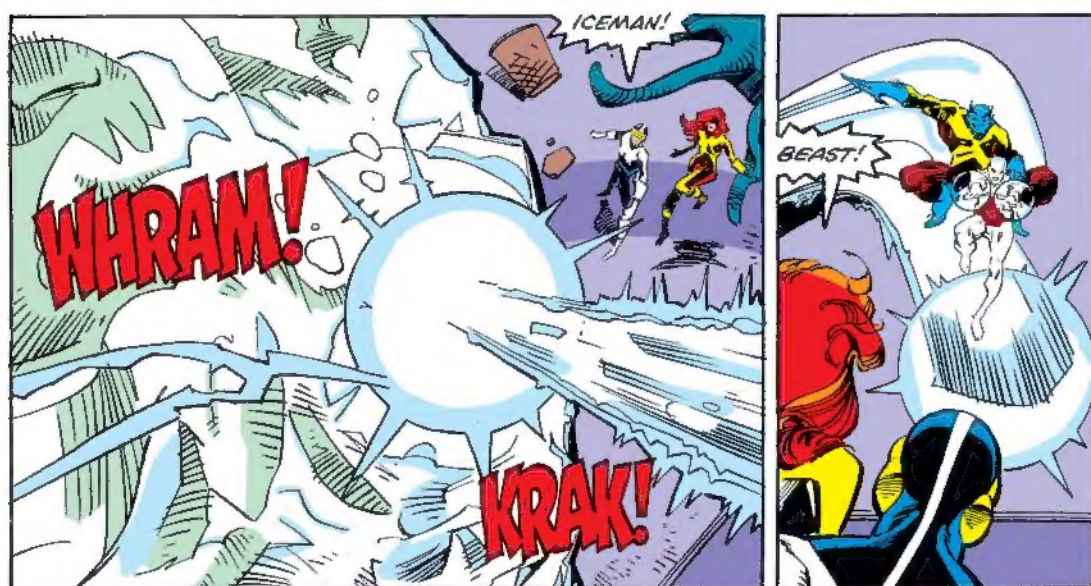
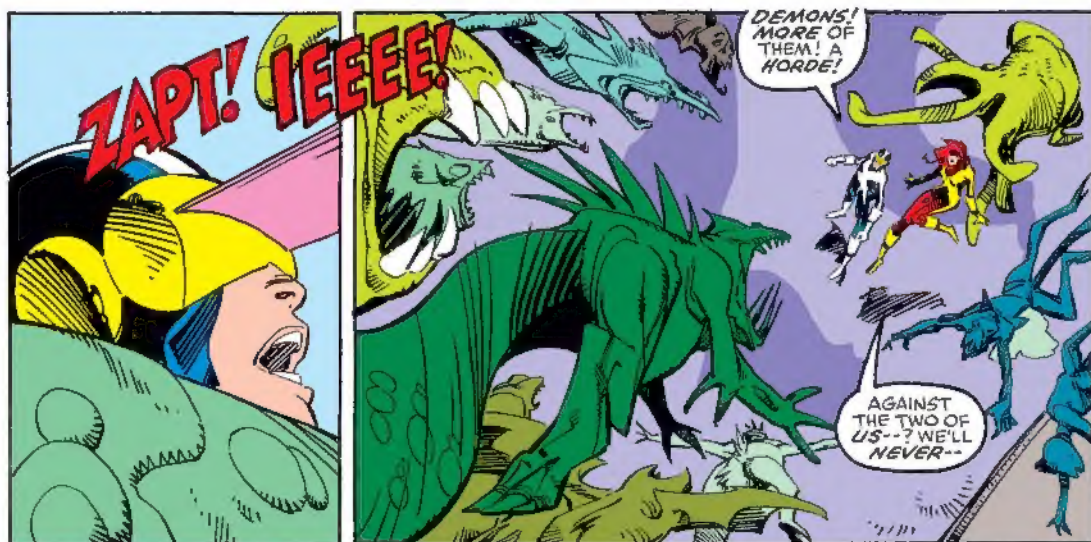
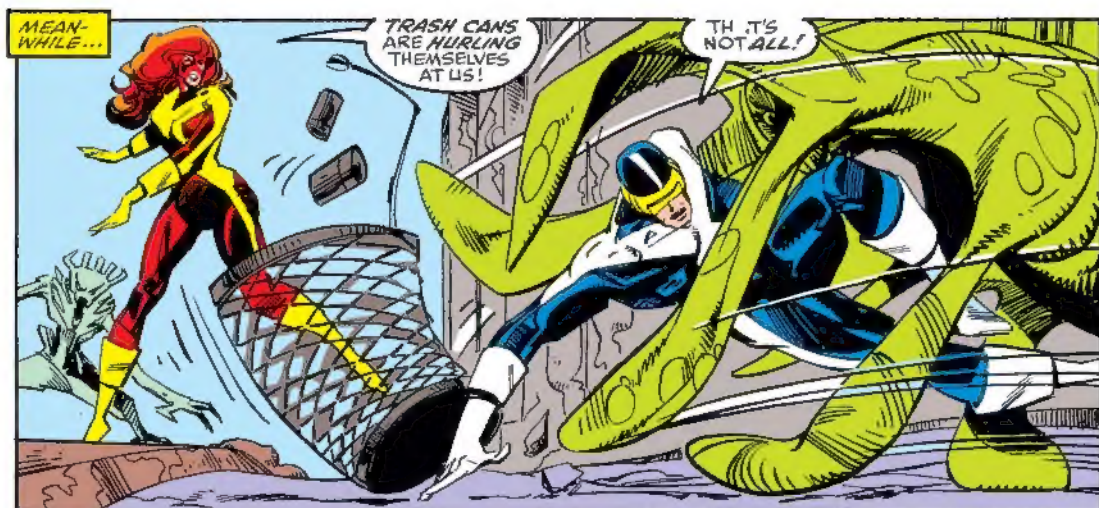
TRISH,
I...

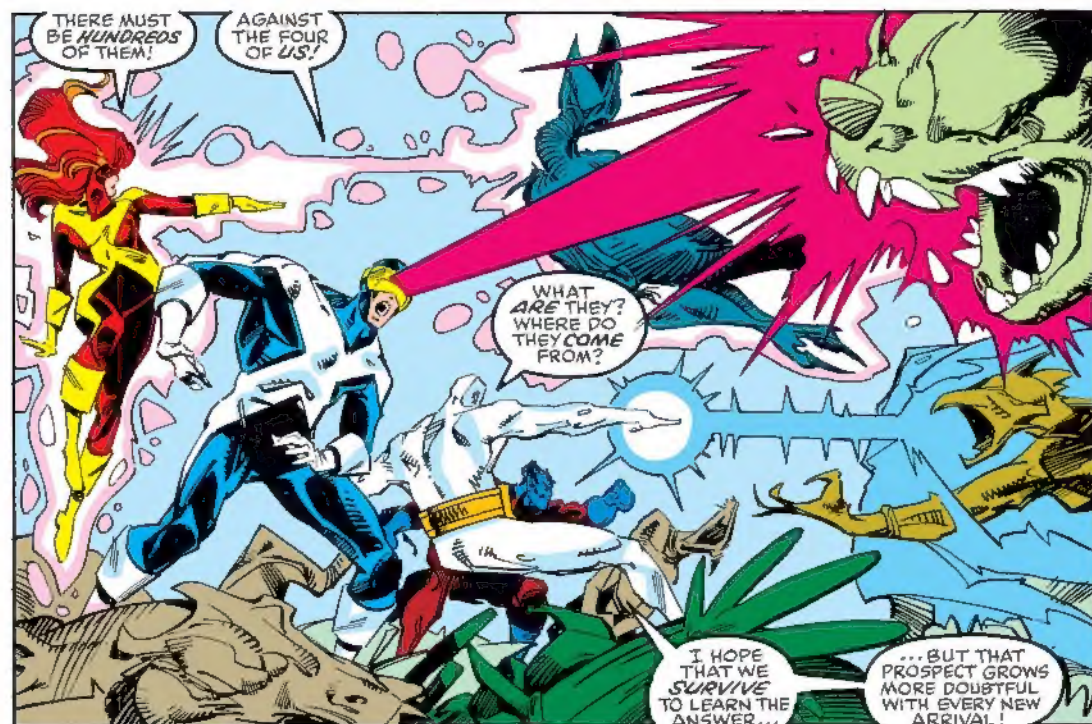
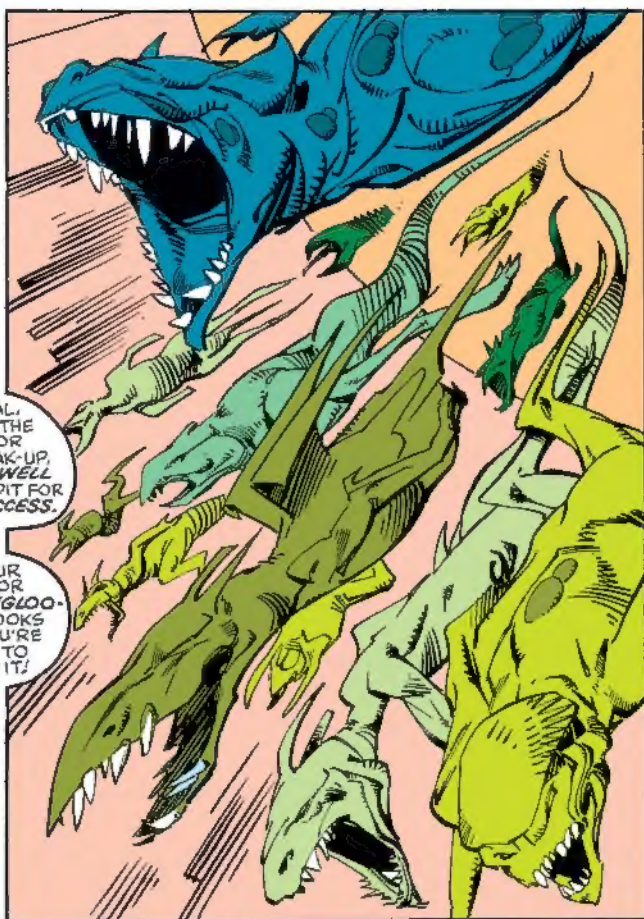
NOT ONE CRACK OR
FLIP REMARK, JUST
GO. ONLY... TRY NOT
TO GET YOURSELF
KILLED, THIS TIME,
OKAY?

GO ON...
DO YOUR
THING.

YOU'RE NOT
THE HANK I KNEW...
BUT YOU'RE A GUY
I'D LIKE TO KNOW A
WHOLE LOT BETTER.







MARVELOUS MARVEL GIRL!

WHERE WERE YOU?

SALVAGING HANK'S LOVE LIFE!

WHAT--?

HEY, PAL, I TOOK THE BLAME FOR YOUR BREAK-UP, MIGHT AS WELL TAKE CREDIT FOR YOUR SUCCESS.

SAVE YOUR BREATH FOR FIGHTING, IGLOO-FACE. LOOKS LIKE YOU'RE GOING TO NEED IT!

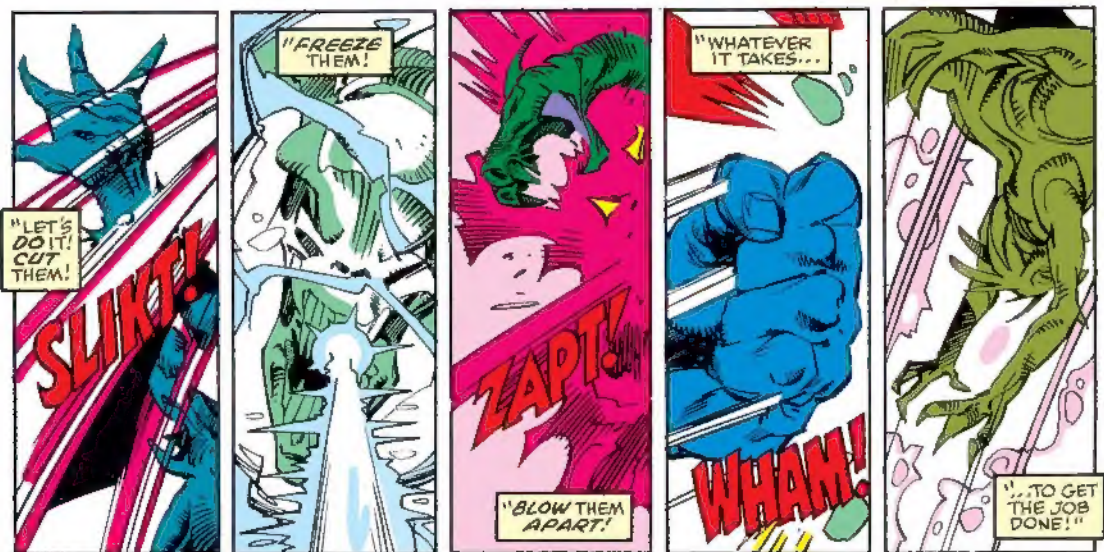
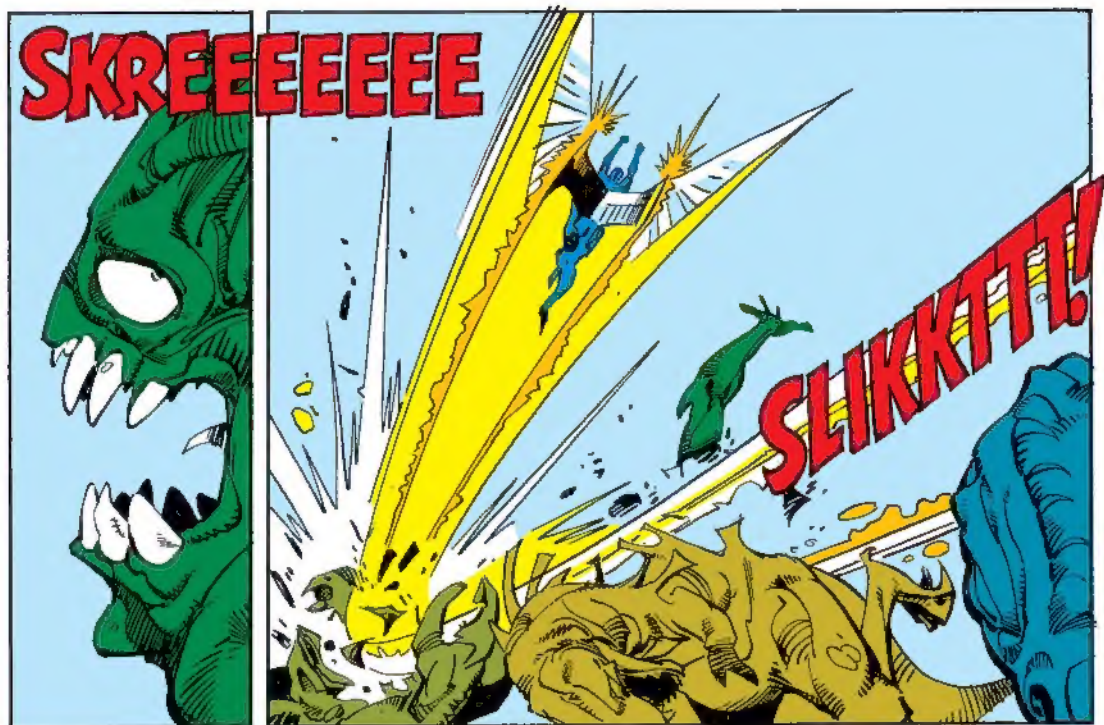
THERE MUST BE HUNDREDS OF THEM!

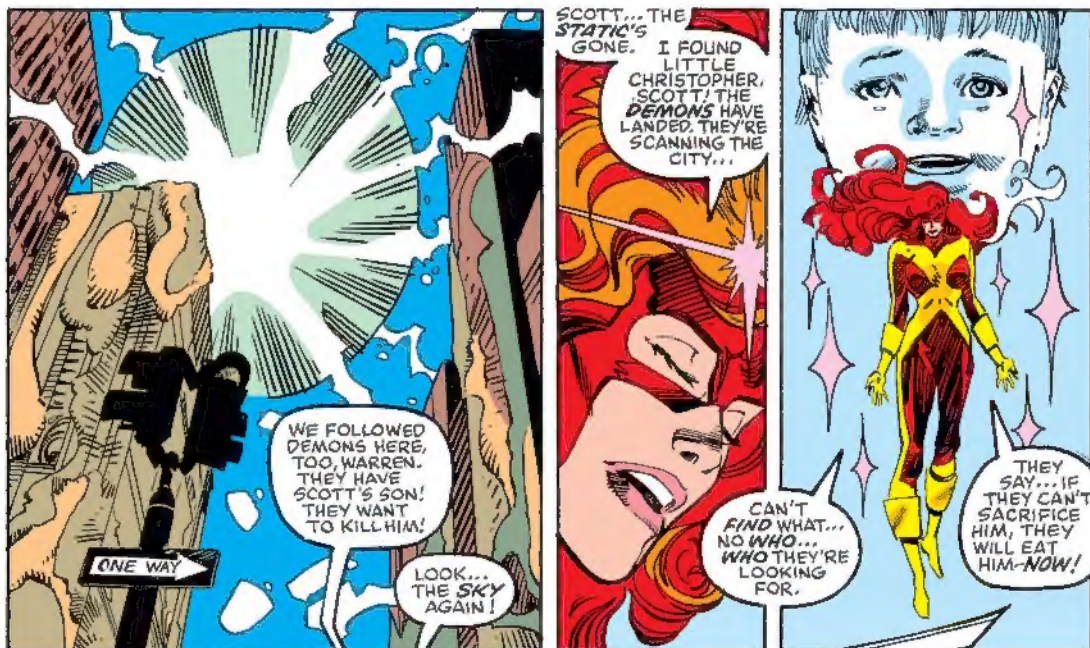
AGAINST THE FOUR OF US!

WHAT ARE THEY? WHERE DO THEY COME FROM?

I HOPE THAT WE SURVIVE TO LEARN THE ANSWER...

...BUT THAT PROSPECT GROWS MORE DOUBTFUL WITH EVERY NEW ARRIVAL!





**N'ASTIRH. THE GOBLIN QUEEN.
MR. SINISTER. X-FACTOR.
WHO'LL GET THE BABY...?**

**FIND OUT... IN
A MATTER OF HONOR!
ON SALE IN 30!**